

CONNOLLY PAT
Form 4
December 09, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CONNOLLY PAT

(Last) (First) (Middle)

3250 VAN NESS AVENUE

(Street)

SAN FRANCISCO, CA 94109

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
WILLIAMS SONOMA INC [WSM]

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

EVP CMO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/07/2010		M	17,286 A	\$ 13.66 909,110	D	
Common Stock	12/07/2010		S	17,286 D	\$ 34.2161 (1)	D	
Common Stock	12/08/2010		M	22,714 A	\$ 13.66 914,538	D	
Common Stock	12/08/2010		S	22,714 D	\$ 34.0483 (2)	D	
	12/09/2010		J	839 A	\$ 34.01 33,078 (3)	I	

Common
Stockby
Managed
Account

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 13.66	12/07/2010		M	17,286	<u>(4)</u> 03/27/2011	Common Stock	17,286
Non-Qualified Stock Option (right to buy)	\$ 13.66	12/08/2010		M	22,714	<u>(4)</u> 03/27/2011	Common Stock	22,714

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONNOLLY PAT 3250 VAN NESS AVENUE SAN FRANCISCO, CA 94109	X		EVP CMO	

Signatures

By: Attorney-in-Fact: Laurel Pies For: Patrick J.
Connolly

12/09/2010

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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- Reflects the weighted average price as the shares were sold in multiple transactions. The per share transaction price ranged from \$34.00 to \$34.50. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (2) to this Form 4.
- (1)
- (2) Reflects the weighted average price as the shares were sold in multiple transactions. The per share transaction price ranged from \$34.00 to \$34.20.
- The reporting person owns \$1,124,988.89 in the Williams-Sonoma, Inc. stock fund under the Williams-Sonoma, Inc. 401(k) Plan, based on a statement dated December 9, 2010. The number of shares indirectly owned was calculated by dividing the amount owned in the Williams-Sonoma, Inc. stock fund by \$34.01, the closing price of Williams-Sonoma, Inc. common stock on December 8, 2010.
- (3)
- (4) The stock option is fully vested and immediately exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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